



## BYLAWS

AS AMENDED OCTOBER 26, 2016

# **Sacramento Area Human Resource Association (SAHRA) Bylaws**

## **ARTICLE I NAME AND NATIONAL AFFILIATION**

1.1 Name. The name of this organization shall be the Sacramento Area Human Resource Association {SAHRA}, a California nonprofit mutual benefit corporation {Association}.

1.2 National Affiliation. SAHRA is affiliated with the Society for Human Resource Management {SHRM} as Chapter #114.

1.3 Relationships. The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

## **ARTICLE II CODE OF ETHICS**

The primary purpose of the Sacramento Area Human Resource Association {SAHRA} is to further the professionalism and knowledge of its members. In keeping with that purpose, all members are subject to the following Code of Ethics:

2.1 Members will assist in the "networking." of chapter members by sharing general knowledge in their areas of expertise, in order to advance the knowledge of all members.

2.2 Members who make presentations to other members will view this as an opportunity to educate and inform on the topic, rather than as a primary business opportunity. However, materials provided in conjunction with such presentations may contain information concerning the speaker's business interest.

2.3 Membership in SAHRA may be used by members as an indication of professional qualification, but cannot be used to construe endorsement by SAHRA.

2.4 Members shall not engage in any business or transaction or shall have a financial or private interest, direct or indirect, which conflicts with the proper discharge of his/her official duties or membership.

2.5 Members shall not use membership for the purpose of direct or personal business solicitation or promotion. Examples of such include, but are not limited to, promotional materials distribution, personal solicitation of other members or promotion of company wares and services at SAHRA activities. Activities approved by the SAHRA Board of Directors {such as advertising in a SAHRA publication} are not violations of this Code.

2.6 Members shall not disclose any confidential information concerning the property, finances, negotiations or other sensitive matters of SAHRA to which they may have become privy, nor shall such information be used to advance the financial, business or private interests of any person, unless such disclosure has been authorized by the Board of Directors.

2.7 Members shall not engage in activities which would serve to bring SAHRA into disrepute.

2.8 Guests of SAHRA functions shall not be allowed to engage in activities not permitted to members without the express authorization of the SAHRA Board of Directors. Members are responsible for the conduct of their guests at SAHRA functions.

SAHRA is actively committed to enforcement of the above Code of Ethics. Any violation may result in immediate revocation of membership privileges as discussed in the Bylaws, Article V, Sections 5.5 through 5.8.

## **ARTICLE III FISCAL YEAR**

The fiscal year of the Chapter shall be the calendar year.

## **ARTICLE IV PRINCIPAL OFFICE, PURPOSE AND RESTRICTIONS**

4.1 Principal Office. The Board of Directors (Board) shall determine the location of the principal office of the Association.

4.2 Purposes. The Association strives to provide a diverse network of human resource professionals across all Sacramento area industries, to promote better business practices and elevate the human resources function as a strategic partner. The purposes of the Association include:

- a. To provide a forum for networking and the interchange of ideas and information relating to the issues of human resources management.
- b. To promote a human resource voice in the community through civic responsibility, partnership with education and recognition of diversity.
- c. To aid in the advancement of professional development for all members by providing informative meetings, annual and semiannual workshops or seminars and training for completion of professional certification.
- d. To provide political and legislative advocacy by monitoring local, state and national actions to ensure that the needs and concerns of human resource professionals are represented in the political decision making process.
- e. To furnish superior member support services and access to information relating to the human resources management issues.

4.3 Restrictions. All policies and activities of the Association shall be consistent with:

- a. Applicable federal, state and local antitrust and trade regulation laws;
- b. Applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual; and
- c. All other legal requirements, including the California Nonprofit Corporation Law, under which this Association is incorporated and to which its operations are subject.

## **ARTICLE V MEMBERSHIP**

5.1 General. Membership in the Association is on an individual basis and is not transferable. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, sexual orientation, age, national origin, disability, veteran's status, or any other legally protected class.

5.2. Terms and Classes. Persons possessing the necessary qualifications may, upon approval of the Association, be admitted to membership in one of the following classes:

- a. Professional Member.

Current or Previous Human Resources Practitioners whose employment careers focus/focused on managing human resources functions while working either in an HR department, managing HR functions or an academic institution. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- Position responsibilities and work time is/was spent managing human resource activities
- Are currently certified through the Human Resource Certification Institute or the Society for Human Resource Management
- Are attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession
- Are consultants with at least three years of experience as a practitioner in human resource management
- Academicians at the post-secondary level whose course-load is in human resources related areas
- Placement and/or Career Service Professionals employed by an academic institution
- Retired Human Resources Professionals

Professional members may vote and hold office in the Association and only Professional Members may hold the office of President or President Elect.

a. **Partner Member:** Persons who do not meet the qualifications of the other classes of membership but can demonstrate, to the satisfaction of the organization, a bona fide interest in human resource management and in the purpose of the group. This includes those members who are affiliated with a company that offers and/or sells a human resource-related product and/or service for profit to the corporate Human Resource or business community. Partners are limited to 20% of the total membership. Members of this class have the right to vote and hold office in the Association; however, partners may not hold the office of President or President Elect.

b. **Student Members.** Individuals who are (a) enrolled either as full-time or part-time students; (b) enrolled in the equivalent of at least (6) six credit hours; (c) able to provide verification of a demonstrated emphasis in human resource management subjects (part of the HR body of knowledge); (d) and able to provide verification of the college or university's human resources or related degree program. Individuals eligible for Professional membership cannot apply for Student membership. Student members may not vote and may not hold office in the Chapter.

c. **Lifetime Members.** Past Presidents of the Chapter become Lifetime members upon completion of their term as President. Upon completion of their term, a Lifetime member shall have the privileges of a Professional membership. Annual dues will be waived but the member will need to pay for costs associated with attending events. Lifetime members may vote and hold office in the Association.

**5.3 Approval of Membership.** Application for membership shall be made in writing on a form provided by the Association. The Board of Directors shall resolve any questions as to membership eligibility or membership status.

Membership in SAHRA is separate and apart from membership in the National SHRM organization or other chapters of SHRM.

**5.4 Member Obligation to Follow Association Rules.** Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of the Association.

**5.5 Discipline.** A member may be disciplined for cause by a two thirds vote by the Board based upon a good faith determination by the Board that the member has failed in a material and serious degree to observe the Association's Code of Ethics, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association. A person who is disciplined shall not be a member during the period of discipline. The discipline shall occur only after the member has been given a 15 day prior written notice of the proposed discipline and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee(s). The Board shall determine when and what disciplinary action, if any, is required.

**5.6 Suspension of Membership.** Membership may be suspended based upon the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Association's Code of Ethics, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association. A person whose membership is suspended shall not be a member during the period of suspension.

**5.7 Termination.** Membership shall terminate on occurrence of any of the following events:

- a. Resignation on reasonable notice to the Association; or
- b. Death of the member; or
- c. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; or
- d. Failure of the member to pay dues, fees or assessments as set by the Board, when they become due and payable; or
- e. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- f. Expulsion of the member under Article 5.6 of these Bylaws based upon the good faith determination of a vote of seventy five percent (75%) of the full Board, or a committee or person authorized by a majority of the Board to make such a determination, that the member has failed in a material and serious degree to observe the Code of Ethics of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

**5.8 Member Liability.** No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

**5.9 Voting.** Each Professional, Partner and Lifetime member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors. Uncontested ballots for the election of the board and officers may be held by hand or voice vote at a regularly scheduled member meeting.

## **ARTICLE VI OFFICERS AND BOARD OF DIRECTORS**

**6.1 Board of Directors.** The Board of Directors is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association. The Board consists of the Officers.

**6.2 Officers.** The Association will be administered by a Board of Directors consisting of nine (9) elected officers: President; President Elect; Vice President, Professional Development; Vice President, Member Services; Vice President, Career Management; Vice President, Workforce Readiness, Vice President, Public Relations & Marketing, Secretary; and Treasurer. The Immediate Past President also serves as an officer.

**6.3 Duties.** The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position description of each officer as adopted by the Board from time to time. In addition, the President of the Association acts as Chairperson of the Board; the President Elect acts in place of the President when the President is not available; the Treasurer is the chief financial officer of the Association; and the Secretary is the Association's chief administrative officer. The President and President Elect must be a current member in good standing of SHRM throughout the duration of his or her term of office.

All Candidates for the Board of Directors must be Professional Members of the chapter in good standing at the time of nomination or appointment and for their complete term of office.

**6.4 Committees.** Special committees may be organized by the president to meet particular chapter needs. The Board of Directors, from time to time and at its discretion, may appoint by resolution advisory members to the board as non-voting members.

**6.5 Meetings.** The Board meets quarterly, at a time and place fixed by the Board, either in person or via conference call. The board may meet more frequently, at the President's discretion.

**6.6 Quorum.** A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that the law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

**6.7 Board Action.** Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board.

**6.8 Removal of Director and Officer.** Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

## **ARTICLE VII ELECTION PROCEDURES**

7.1 Nominating Committee. The President Elect will chair a nominating committee consisting of not less than three Association members. The committee will be appointed in August of each year and will solicit nominations of candidates for each officer position.

### **7.2 Elections and Voting.**

a. Election of Officers. Officers will be elected from the candidates proposed by the Nominating Committee. Ballots will allow for write in names. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members. Such notice and any ballots for election of officers may be transmitted either by electronic transmission by the corporation to members or by mail as specified in Article IX of these Bylaws.

b. Action by Members. Action by members on any proposal submitted to the membership shall be taken by ballot, which ballot may be transmitted personally, by electronic transmission by the corporation to the member, or by mail pursuant to the procedures specified in Article IX of these Bylaws. The proposal voted on by the membership requires the approval of a majority of the members casting ballots provided a quorum of members have participated in the meeting by casting ballots.

7.3a. Term of Office. The term of the elected officers: President, President-Elect and Immediate Past President, is one year, which begins January 1st following their election. Officers may not serve more than (1) one consecutive term in the same position. The term of office may be extended by one year, upon special approval of the President.

7.3 b. Term of Office. The term of all remaining elected officers is two years, which begins January 1st following their election. Officers may not serve more than (1) consecutive term in the same position. The term of office may be extended by one year, upon special approval of the President.

7.4 Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

In the event the President is unable to perform the duties of the office, the President Elect will immediately assume the duties of the President.

## **ARTICLE VIII DUES**

8.1 Annual Dues. The annual dues of the Association are set by the Board of Directors and are paid by the members from the anniversary date for 12 months unless otherwise determined by the Board.

8.2 Refunds. No dues will be refunded.

8.3 Annually the board of directors shall review the membership dues based on the current budget and notify the members of any changes at least 30 days prior to the changes being implemented. Changes in annual dues shall be determined by a vote of the board of directors.

## **ARTICLE IX MEETINGS OF THE MEMBERS**

9.1 Regular Meetings. Regular meetings of the members shall be held at a time and place as determined by the Board of Directors.

9.2 Annual Meetings. The annual meeting of the members for electing Officers, and conducting other appropriate business shall be held in October in each year, or at such other time as determined by the Board of Directors.

9.3 Special Meetings. Special meetings of the membership may be called by the President, the Board or ten percent (10%) or more of the professional and general members.

9.4 Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date

and hour of the meeting, or the means of electronic transmission by and to the Association or electronic video screen communication, if any, by which members may participate in the meeting.

For the annual meeting, the notice shall state the matters that the Board intends to present for action by the members at the time the notice is given. For a special meeting the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. Notice of any meeting at which the directors are to be elected shall include the names of all persons who are nominees for such offices when the notice is given

**9.5 Notice of Certain Agenda Items.** Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice states the general nature of the proposal;

- a. removing a director without cause;
- b. filling vacancies on the Board;
- c. amending the Articles of Incorporation;
- d. electing to wind up and dissolve the corporation including a plan of distribution of assets; and
- e. approval of a contract or transaction between the corporation and one or more of its directors, or between the corporation and any entity in which a director has material financial interest.

**9.6 Manner of Giving Notice.** Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered certified mail, charges prepaid, and addressed to each member entitled to vote at the address of that member as it appears on the books of the corporation.

a. **Electronic Notice.** Notice given by electronic transmission by the corporation shall be valid only if:

1. Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number of electronic mail address to that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for such communications with a separate notice to the recipient of the posting; or (c) other means of electronic communication;

2. Recipient was provided an unrevoked consent to the use of those means of transmission for communications; and

3. That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible, tangible form.

4. An electronic transmission by this corporation to a member is not authorized unless, in addition to the above requirements, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to the right of the recipient to have the record provided on paper in nonelectronic form; whether the consent only applies to that transmission, to specified categories of communications, or to all communications from the corporation; and the procedures the recipient must use to withdraw consent to electronic transmissions.

5. Notice shall not be given by electronic transmission by the corporation after either of the following:

(a) The corporation is unable to deliver two consecutive notices to the member by electronic means; or

(b) The inability to deliver the notices to a member electronically becomes known to any officer of the corporation responsible for the giving of notice.

**9.7 Authority for Electronic Meetings.** If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporation Code section 20(b) as well as guidelines and procedures the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is to be held in whole or in part by means of electronic transmission or by electronic video screen communication.

a. **Requirements for Electronic Meetings.** A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation

implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or actions is maintained by the corporation. Requests by the corporation to a member for consent to conduct a meeting of members by electronic transmission shall include a notice that absent consent of a member pursuant to Corporation Code section 20(b) the meeting shall be held at a physical location in accordance with these Bylaws.

**9.8 Quorum.** Ten percent (10%) of the voting power of the members constitutes a quorum for the transaction of business at any meeting of members, whether votes are cast by person or by electronic means pursuant to these bylaws. If, however, the attendance at any regular or special meeting, whether in person or electronically, is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 9.5 of these Bylaws.

#### **9.9 Manner of Voting.**

a. **Eligibility to Vote.** Members in good standing on the record date as determined by these Bylaws shall be entitled to vote at any meeting of members.

b. **Member Voting.** Voting may be by voice, electronic transmission or by electronic video screen communication pursuant to the provisions in these Bylaws or by written ballot, or by written unanimous consent of the members.

Any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Association distributes a written ballot to every member entitled to vote on each matter subject to a vote.

Alternatively, members may vote or take other action at meetings of members by means of electronic transmission to the Association or electronic video screen communications, so long as a record of that vote or action is maintained by the corporation. Ballots and related material may be sent by electronic transmission by the corporation to members entitled to vote on any matter, and ballots may be returned by members to the corporation by electronic transmission.

Each ballot, whether distributed by mail or by electronic transmission, shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

Solicitations of votes by either written ballot, or electronically transmitted written ballot shall: (1) state the number of responses needed to meet the quorum requirement; (2) state with respect to ballots other than for election of directors, the percentage of approvals necessary to pass a measure or measures; and (3) specify the time by which the ballot must be received in order to be counted.

c. **Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to that action. Written consent or consents of all members shall be filed with the minutes of the meeting. An action by written consent shall have the same force and effect as the unanimous vote of the members.

**9.10 Member Service Areas.** In order to serve the geographic needs of the chapter, the chapter shall establish local member service areas for the development and delivery of chapter services. These areas shall operate under the operational guidelines set forth by the Chapter Board of Directors.

### **ARTICLE X BYLAW AMENDMENTS**

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

### **ARTICLE XI INDEMNIFICATION AND INSURANCE**

**1.1 Indemnification.** To the fullest extent permitted by the law, the Association shall indemnify and hold harmless its Officers and Directors against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding arising out of the performance of their duties performed in good faith on behalf of the Association.



1.2 Insurance. The Association shall purchase and maintain insurance to the full extent permitted by the law on behalf of its Officers and Directors against any liability asserted against or incurred by the agent in such capacity arising out of the Officer's and Director's status as such.

#### **ARTICLE XII CHAPTER DISSOLUTION**

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

#### **ARTICLE XIII WITHDRAWAL OF AFFILIATE CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to Immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re confer Chapter status upon such body.

#### **ARTICLE XIV TERMS USED**

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

#### **ARTICLE XV INTERPRETATION**

Interpretation. These Bylaws are subject to the California Nonprofit Corporation Law and must be interpreted so as to conform with that Law, as it is interpreted and amended from time to time.

#### **Board policy/procedure for VOTING**

**"Electronic transmission by the association" means a communication delivered by facsimile telecommunication or electronic mail other means of electronic communication, to a recipient who has provided an unrevoked consent and creates a record that is capable of retention, retrieval, and review.**

**SAHRA members will be notified of this policy in the application process. They will be given an opportunity to opt out of the electronic transmission. They will also be notified at this time that 1. electronic transmission applies to all voting and communication for SAHRA; 2.of the process to opt out in the future and 3.of their right to receive a paper or non electronic form of the record of transmission. That process will be to write letter to the association management for SAHRA requesting to withdraw such consent and be removed from future electronic transmission.**

**"Electronic transmission to the association" means a communication delivered by facsimile telecommunication or electronic mail that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form**

**Any members not physically present in person at a meeting of members may, by electronic transmission by and to the association or by electronic video screen communication, participate in a meeting of members, be deemed present in person and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the association or by electronic video screen communication.**


**The association will provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.**

**If any member votes or takes other action at the meeting by means of electronic transmission to the association or electronic video screen communication, a record of that vote or action is maintained by the association.**

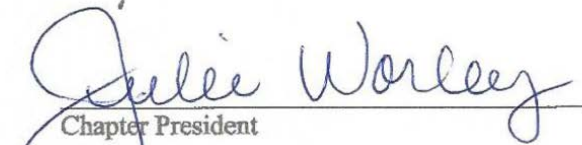
Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the association distributes a written ballot to every member entitled to vote on the matter.

The ballot and any related material may be sent by electronic transmission by the association and responses may be returned to the association by electronic transmission to the association

That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the association.

  
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SHRM CEO or President/CEO Designee

6-15-16  
Date

  
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Chapter President

Oct 27, 2016  
Date